

May 29, 1986

Mr. Fred Boling, Jr. Astroline 231 John Street Reading, MA 01867

**RE: Payables** 

Dear Fred,

Attached is a memorandum from Al Rozanski detailing the revised approach to payables. To summarize: We will hold and age payables here and only send up transmittals requiring quick action. We will separate all salary and personal reimbursements as well to ensure that no employee is unduly delayed a reimbursement.

Thank you for your help in working this out.

Sincerely,

Richard P. Ramirez

General Manager

RPR/pzl

cc: Herb Sostek

Enclosure

July 21, 1988

Fred Boling President Astroline Corp. 95 Walkers Brook Dr. Reading, IA 01867

### Fred:

I have prepare the following summary of transmittal items necessary for your attention.

Transmittal # 366B (quite old)	Micro Communications supplies of critical nature	\$ 3,782.32
Transmittal # 412	Purolator Courier (remaining)	\$ 28.75
Transmittal # 416	Emery & Federal Express	\$ 2,961.96
Transmittal # 417	Insurance, utilities, building maintenance, shipping (First Air, Purolator)	\$ 28,111.82
Transmittal # 418	UPS, Xerox, shipping	\$ 1,269.00
Transmittal # 419	Town of Hartford, Avon Taxes (let's discuss)	\$ 96,431.93
Transmittal # 414	Travelers Ins., ADP, Airborne Express, U.S. Leasing	\$ 8,038.31
Transmittal # 420	Buffalo Sabres, Hughes TV (Sports Production), ITS, MCA*	\$ 92,268.26
Transmittal # 421	Advertising & Production related (very important)	\$ 30,303.05
Transmittal # 422	Personal - RPR	\$ 7,335.07

Fred Boling page 2

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Transmittal # 423	Advertising/ (must have b	oy 7/25)	\$ 35,235.48
Mark Kap WHCN WAVZ WDRC WERI WKSS WPLR WSYB All Coura		\$ 900.00 \$ 4,284.00 \$ 1,224.00 \$ 4,245.75 \$ 204.00 \$ 1,683.00 \$ 535.50 \$ 688.50 \$ 15,410.93	
TOTAL		\$ 29,175.68	
Transmittal # 424	Printing, of engineering	fice supplies, supplies	\$ 8,589.08
Transmittal # 425*	Programmir engineering	ng, sports production, supplies	\$101,287.73
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(included	in TOTAL)	\$ 45,072.82	
Transmittal # 426	Advertising	, engineering	\$ 49,470.16
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	y Republican let (2 or 3)	\$ 3,904.00 \$ 18,000.00 \$ 1,677.23 \$ 1,090.00	
TOTAL		\$ 24,671.23	
total excluding tax bills:	,	\$203,234.47	

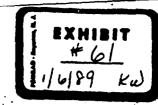
All transmittals up to # 422 are already there (Astroline). #'s 423, 424, 425 are going out tonight, July 21, 1988.

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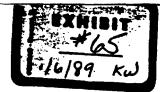
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WRITER'S DIRECT DIAL NO.:

BELTSVILLE MARYLAND 20708

(201) 037-4H

### BAKER & HOSTETLER

COUNSELLORS AT LAW

WASRINGTON SQUARE, SUITE 1100

1000 CONNECTICUT AVE., N.W.

WASHINGTON, D.C. 20036

(202) 241-1500

TELECOPIEE: (808) 464-8367 TELECOPIEE: (808) 464-8318

TELEX (000) 830-7870

November 10, 1988

m Denver, Colorado
303 East 17th Ave., Suite HOO
Denver, Colorado 80203
1303) 001-0000

60 Criando, Florida 800 South Cranse Ave., Suite 2300 Criando, Florida 32801 64071 041-1111

> MI VINGINIA 437 NGATH LEE STACET ALEXANDRIA, VINGINIA 22314 (783) 848-1844

## MEMORANDUM

TO:

Astroline Communications Company

Limited Partnership

FROM:

Baker & Hostetler

RE:

Restructuring Considerations

EXHIBIT 87 12-17-90 SU

Astroline Communications Company Limited Partnership, licensee of Station WHCT-TV, Hartford, Connecticut, will be filing an application for renewal of its license on December 1, 1988. Competing applications will be accepted by the Commission up until March 1, 1989. Ordinarily, licensees are entitled to a very high expectation that their licenses will be renewed (a "renewal expectancy"). This renewal expectancy is awarded as long as the licensee in question establishes that it has satisfied its obligation to serve the public interest as a trustee of the public airwaves. As you are aware, however, last year the United States Court of Appeals stated:

If the PCC should initiate a comparative renewal proceeding concerning this license prior to resolution of the matters in MM Docket No. 86-484, in light of the representation made to this Court at the time appellant sought a stay of the PCC's order, the PCC shall conduct such proceedings without according intervenor Astroline Communications Company Limited Partnership any competitive advantage that would ordinarily accompany incumbency.

what up? by when?

HOSTETLER

Astroline Communications Company Limited Partnership Movember 10, 1988 Page 2

Accordingly, we think it is essential that any restructuring of Astroline which is to occur must take into account the very real possibility that Astroline will not be entitled to a renewal expectancy.

Without a renewal expectancy, in a hearing proceeding, the PCC will resolve the case based upon the standard comparative issue, and will thereby base its decision predominantly on two factors: (1) the extent to which each applicant's voting principals are integrated in managerial roles at the station ("integration"), and (2) the extent to which each applicant's voting principals have an interest in other broadcast media ("diversification"). The desired goal is to receive 100% quantitative integration credit and preference, with no diversification demerit. "Enhancement" of an applicant's quantitative integration credit is awarded for integrated voting owners' ferale gender, minority group status, past broadcast experience, local or area residency, etc. ("qualitative enhancements").

The extent to which non-voting, passive individuals may be owners of the applicant ordinarily does not affect the determination of the percentage of quantitative integration credit the applicant should receive. It does affect the analysis, however, in cases where it has been demonstrated that the nonvoting participants (e.g., limited partners or non-voting stockholders) are not "passive," and are actually in a position to control or materially influence the licensee on matters pertaining to the day-to-day affairs of the station. In the case of a limited partnership, in order to properly prevent limited partners from being able to control or influence the general partners, the FCC now requires that limited partnership agreements contain provisions (1) specifying that an exempt limited partner (or its "constituent parts") cannot become "materially involved" in the management or operations of the media business of the partnership, and cannot act as an employee of the limited partnership if his or her functions relate, directly or indirectly, to the media enterprises of the company; (2) barring an exempt limited partner from serving, in any material capacity, as an independent contractor or agent with respect to the partnership's media enterprises; (3) restricting the limited partners from communicating with the licensee or general partner on matters pertaining to the day-to-day operations of its business; (4) empowering the general partner to veto the admission of new general partners; (5) barring the limited partner from voting on the removal of a general partner except in cases where the general partner is subject to bankruptcy proceedings, is adjudicated incompetent, or is found by an independent party to have engaged in malfeasance, criminal conduct or wanton or willful neglect; and

& Hostetler

Astroline Communications Company Limited Partnership November 10, 1988 Page 3

(6) barring a limited partner from performing any services to the partnership materially relating to its media activities. Pailure to include these provisions results in an award of <u>less</u> than 100% integration credit.

In a structure such as was initially proposed for Astroline, Astroline would be unable to include the required provisions. In the event individuals were named as limited partners, they would have to be barred from becoming materially involved in Astroline's affairs, yet because, as proposed, they would be involved as principals of one of the three general partners, they would be obligated to be 'materially involved," and therefore would be placed in the position of being in immediate violation of the limited partnership agreement. Similarly, if limited partners are also principals of one of the general partners, it would be impossible for those individuals to abide by the provision barring limited partners from communicating with general partners. Based upon Commission precedent, Astroline may very likely have been entitled only to quantitative integration credit commensurate with its general partners' equity ownership -- namely, only 30 percent.

A Commission Review Board case released last week provides a good illustration of the result Astroline may face. In <u>Stanley Group Broadcasting</u>, FCC 88R-56 (Rev. Bd. 1988), an applicant (Astec Broadcasting Corp.) was composed of three voting stockholders (51%, 47% and 2%), and its 51% and 47% voting stockholders stated their intentions to work at the station full-time in managerial roles. Astec therefore claimed entitlement to 98% quantitative integration credit. The Review Board rejected that proposition. The 2% stockholder was also a 40.4% non-voting stockholder, and was an officer and director of the organization, and was obviously more than merely a "passive" investor. As an officer and director, that individual had a power similar to that of a general partner to bind the organization. The Review Board refused to ignore the equity interest of the non-voting stockholder, and reduced Astec's integration credit to at least 60%.

All of the foregoing is to stress the importance of maintaining a strict separation between limited partners and general partners. General partners should be in complete control of the organization, and limited partners must be passive, non-voting equity holders. No partners should hold dual roles as limited and general partners. If you do so, you will run the risk that a competing applicant will prevail over Astroline for the right to operate on Channel 18 in the future.

If you have any questions regarding this matter, please feel free to contact either Dan Alpert or Linda Bocchi.

ATTACHMENT D

# UCT 30 10 47 ATT BEFICE OF THE SECRETARY

RE: KCBI AUDIO SERVICES DI HOION

Please amend the application by Two If By Sea Broadcasting Corporation to acquire Station KCBI from Criswell Center for Biblical Studies by including the attached statements.

Date:

10/28/92

President

Two If By Sea Broadcasting Corporation

### Two If By Sea Broadcasting Corporation

Two If By Sea Broadcasting Corporation ("Two If By Sea") has applied for authority to acquire Station KCBI from Criswell Center for Biblical Studies. As part of that application, Two If By Sea listed applications in which its officers, directors and principals had held interests and which were dismissed at the request of the applicant. This will confirm that no character issues had been added or requested against those applicants when those applications were dismissed.

Dated:

Oct. 27, 1992 By:

President

Two if By Sea Broadcasting

Corporation

#### CERTIFICATE OF SERVICE

I hereby certify that, on this 26th day of January, 1994, I caused copies of the foregoing "Reply of Shurberg Broadcasting of Hartford to 'Response to Petition to Dismiss or Deny Applications for Renewal and Assignment of License of Station WHCT-TV, and Petition for Immediate Grant of Application of Shurberg Broadcasting of Hartford'" to be placed in the U.S. mail, first class postage prepaid, or hand delivered (as indicated below), addressed to the following:

Chairman Reed E. Hundt Federal Communications Commission 1919 M Street, N.W. - Room 814 Washington, D.C. 20554 (BY HAND)

Commissioner James H. Quello Federal Communications Commission 1919 M Street, N.W. - Room 802 Washington, D.C. 20554 (BY HAND)

Commissioner Andrew C. Barrett Federal Communications Commission 1919 M Street, N.W. - Room 844 Washington, D.C. 20554 (BY HAND)

Commissioner Ervin S. Duggan Federal Communications Commission 1919 M Street, N.W. - Room 832 Washington, D.C. 20554 (BY HAND)

Roy J. Stewart, Chief Mass Media Bureau Federal Communications Commission 1919 M Street, N.W. - Room 314 Washington, D.C. 20554 (BY HAND) Barbara A. Kreisman, Chief Video Services Division Mass Media Bureau Federal Communications Commission 1919 M Street, N.W. - Room 702 Washington, D.C. 20554 (BY HAND)

Clay Pendarvis, Chief
Television Branch, Video Services
Division
Mass Media Bureau
Federal Communications Commission
1919 M Street, N.W. - Room 700
Washington, D.C. 20554
(BY HAND)

Martin Hoffman, Esquire 50 Columbus Boulevard Hartford, Connecticut 06106 Trustee-in-Bankruptcy for Astroline Communications Company Limited Partnership

Michael Parker, President Two If By Sea Broadcasting Corp. 22720 S.E. 410th Street Enumclaw, Washington 89022

/s/ Harry F. Cole Hakry F. Cole